

ACTION BY UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

BIRMINGHAM COAL & COKE CO., INC.

IN LIEU OF A MEETING

The undersigned, being all of the directors on the board of directors (the "Board") of Birmingham Coal & Coke Co., Inc., an Alabama corporation (the "Company"), acting by written consent in lieu of holding a meeting, do hereby adopt the following resolutions on this the 26th day of May, 2015:

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD, that they shall file for relief under Chapter 11 of the U.S. Bankruptcy code.

RESOLVED FURTHER, that the members of the Board of Directors hereby authorize and approve the company to retain the services of Jones Walker LLP in connection with filing for relief under Chapter 11 of the U.S. Bankruptcy Code. Attached is the Jones Walker LLP Engagement Letter authorized by the Board of Directors and shall be executed by the company.

RESOLVED, FURTHER, that the Board of Directors hereby waive the conflicts that could arise between the Company, RAC Mining, LLC and Cahaba Contracting & Reclamation, L.L.C. (the "companies") in regards to the hiring of the Jones Walker LLP firm to represent the collective companies. A conflict waiver between the companies has been reviewed and shall be executed on behalf of the Company. Attached is a copy of the conflict waiver.

RESOLVED, FURTHER, that any and all notices required under the Alabama Business Corporations Law and the Articles of Incorporation or the Bylaws of the Corporation for the meeting of the Board which would have been held but for this Action by Written Consent, be, and they hereby are, waived;

RESOLVED, FURTHER, that the Board of Directors hereby authorize and direct one or more of the executive officers of the Company to execute and deliver on behalf of the Company the Jones Walker LLP engagement letter, the Conflict Waiver and such changes as such executive officer shall determine to be necessary, appropriate or advisable, such determination to be conclusively (but not exclusively) evidenced by such executive officer's signature thereon. And to take any and all other actions and execute any and all other documents or instruments as such executive officer may determine to be necessary, appropriate or advisable in order to give effect to these resolutions; and

RESOLVED, FURTHER, that this written consent is to be placed with the minutes of proceedings of the Corporation, and the action taken herein is as fully effective as if enacted at a meeting duly called and held.

[Signature page follows]

DATED as of the date first set forth above.



Robert A. Lewis, Director



Thomas A. Lewis, Director

Jos De Smedt, Director

Timothy J. Bergen, Director

Lenn W. Morris, Director

DATED as of the date first set forth above.

Robert A. Lewis, Director

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